



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2008  
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	1137	NAIC Company Code	12193	Employer's ID Number	20-1052897
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [ ]		Property/Casualty [ ]		Hospital, Medical & Dental Service or Indemnity [ ]	
	Dental Service Corporation [ ]		Vision Service Corporation [ ]		Health Maintenance Organization [ X ]	
	Other [ ]		Is HMO, Federally Qualified? Yes [ ] No [ X ]			
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004	
Statutory Home Office	1333 Gratiot, Ste 400			Detroit, MI 48207		
	(Street and Number)			(City, State and Zip Code)		
Main Administrative Office	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1333 Gratiot, Ste 400			Detroit, MI 48207		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Website Address	www.omnicarehealthplan.com					
Statutory Statement Contact	Kenyata J. Rogers			313-465-1519		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	KJRogers@cvty.com			313-465-1604		
	(E-Mail Address)			(Fax Number)		

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President & Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller	Francis Samuel Soistman Jr.	Executive Vice President

OTHER OFFICERS

	Assistant Treasurer and Assistant Secretary		
John Joseph Stelben		Shirley Ann Roquemore Smith	Secretary
Jonathan David Weinberg	Assistant Secretary		

DIRECTORS OR TRUSTEES

Francis Samuel Soistman Jr.	Ernestine Romero	Steven Dengler #	Jan H. Hodges
Doretha J. Wiley	Beverly Ann Allen		

State of .....  
County of ..... SS

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen President & Chief Executive Officer	Kenyata Jamilea Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller
Subscribed and sworn to before me this day of ,		a. Is this an original filing? Yes [ X ] No [ ]
		b. If no,
		1. State the amendment number
		2. Date filed
		3. Number of pages attached

ASSETS

	Current Statement Date			4  December 31 Prior Year Net Admitted Assets
	1  Assets	2  Nonadmitted Assets	3  Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	17,122,319		17,122,319	22,338,100
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ ..... (2,725,200) ), cash equivalents (\$ ..... 840,357 ) and short-term investments (\$ ..... 17,870,029 ) .....	15,985,186		15,985,186	20,795,883
6. Contract loans, (including \$ ..... premium notes)			0	0
7. Other invested assets .....	0	0	0	0
8. Receivables for securities .....	1,050,000		1,050,000	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	34,157,505	0	34,157,505	43,133,983
11. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
12. Investment income due and accrued .....	281,195		281,195	308,051
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
13.3 Accrued retrospective premiums .....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	420,116		420,116	386,983
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....			0	0
15. Amounts receivable relating to uninsured plans .....			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
16.2 Net deferred tax asset .....	314,788	4,245	310,543	310,543
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software .....			0	0
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	65,711	65,711	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....			0	0
22. Health care (\$ ..... 2,509,390 ) and other amounts receivable .....	2,635,997	56,067	2,579,930	2,175,257
23. Aggregate write-ins for other than invested assets .....	77,304	77,304	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	37,952,616	203,327	37,749,289	46,314,817
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
26. Total (Lines 24 and 25)	37,952,616	203,327	37,749,289	46,314,817
DETAILS OF WRITE-INS				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Prepaid Expenses.....	38,288	38,288	0	0
2302. Vehicles.....	22,395	22,395	0	0
2303. ....	0	0	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	16,621	16,621	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	77,304	77,304	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded)	17,138,846		17,138,846	17,119,519
2. Accrued medical incentive pool and bonus amounts	316,784		316,784	216,719
3. Unpaid claims adjustment expenses	172,422		172,422	253,317
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	0		0	0
9. General expenses due or accrued	602,139		602,139	661,249
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....(44,473) on realized gains (losses))	21,935		21,935	123,466
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	66,228		66,228	11,367
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	75,381		75,381	235,415
16. Payable for securities			0	1,084,830
17. Funds held under reinsurance treaties with (\$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ ..... current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	18,393,735	0	18,393,735	19,705,882
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	10	10
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	2,754,554	10,007,936
30. Less treasury stock, at cost:				
30.1 .....shares common (value included in Line 24) \$ ..... )	XXX	XXX		0
30.2 .....shares preferred (value included in Line 25) \$ ..... )	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	19,355,554	26,608,936
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	37,749,289	46,314,818
DETAILS OF WRITE-INS				
2101. ....				
2102. ....				
2103. ....				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801. ....	XXX	XXX		
2802. ....	XXX	XXX		
2803. ....	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	496,040	522,340	689,834
2. Net premium income (including \$ ..... non-health premium income).....	XXX	131,220,140	131,881,798	176,086,485
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0	0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0	0
5. Risk revenue .....	XXX		0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	(7,064,178)	(7,886,460)	(9,911,741)
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	124,155,962	123,995,338	166,174,744
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		83,781,878	76,872,448	105,902,782
10. Other professional services .....		4,814,473	4,480,379	6,008,087
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....		8,806,183	8,980,002	11,712,475
13. Prescription drugs .....		15,082,412	14,270,954	19,087,051
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		472,478	382,223	522,304
16. Subtotal (Lines 9 to 15) .....	0	112,957,424	104,986,006	143,232,699
<b>Less:</b>				
17. Net reinsurance recoveries .....		97,035	660,349	608,104
18. Total hospital and medical (Lines 16 minus 17) .....	0	112,860,389	104,325,657	142,624,595
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ ..... cost containment expenses.....		1,572,720	1,706,597	2,282,787
21. General administrative expenses.....		10,080,023	8,460,788	11,080,111
22. Increase in reserves for life and accident and health contracts including \$ ..... increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22) .....	0	124,513,132	114,493,042	155,987,493
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(357,170)	9,502,296	10,187,251
25. Net investment income earned .....		1,059,989	1,632,760	2,111,818
26. Net realized capital gains (losses) less capital gains tax of \$.....		(127,067)	(8,454)	(8,327)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	932,922	1,624,306	2,103,491
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... ).....			0	0
29. Aggregate write-ins for other income or expenses .....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	575,752	11,126,602	12,290,742
31. Federal and foreign income taxes incurred .....	XXX	69,090	3,406,103	3,845,003
32. Net income (loss) (Lines 30 minus 31) .....	XXX	506,662	7,720,499	8,445,739
<b>DETAILS OF WRITE-INS</b>				
0601. Other Revenue.....	XXX	84,125	72,298	128,098
0602. QAAP Assessment.....	XXX	(7,148,303)	(7,958,758)	(10,039,839)
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	(7,064,178)	(7,886,460)	(9,911,741)
0701. ....	XXX			
0702. ....	XXX			
0703. ....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	0	0	0
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0	0
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	26,608,937	31,657,066	31,657,066
34. Net income or (loss) from Line 32 .....	506,662	7,720,499	8,445,739
35. Change in valuation basis of aggregate policy and claim reserves .....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0	0
38. Change in net deferred income tax .....	0	(14,703)	19,141
39. Change in nonadmitted assets .....	239,955	(46,422)	(213,009)
40. Change in unauthorized reinsurance .....	0	0	0
41. Change in treasury stock .....		0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles .....		0	0
44. Capital Changes:			
44.1 Paid in .....		0	0
44.2 Transferred from surplus (Stock Dividend) .....		0	0
44.3 Transferred to surplus .....		0	0
45. Surplus adjustments:			
45.1 Paid in .....		0	0
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....		0	0
46. Dividends to stockholders .....	(8,000,000)	(13,300,000)	(13,300,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47) .....	(7,253,383)	(5,640,626)	(5,048,129)
49. Capital and surplus end of reporting period (Line 33 plus 48)	19,355,554	26,016,440	26,608,937
DETAILS OF WRITE-INS			
4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	131,220,140	176,085,622
2. Net investment income .....	1,187,506	1,996,001
3. Miscellaneous income .....	(7,492,072)	(11,057,050)
4. Total (Lines 1 to 3) .....	124,915,574	167,024,573
5. Benefits and loss related payments .....	112,598,317	141,617,546
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	11,792,748	13,454,409
8. Dividends paid to policyholders .....		0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses)	170,621	3,602,774
10. Total (Lines 5 through 9) .....	124,561,686	158,674,729
11. Net cash from operations (Line 4 minus Line 10) .....	353,888	8,349,844
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	10,970,569	4,437,453
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	280,195
12.7 Miscellaneous proceeds .....	0	1,083,724
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	10,970,569	5,801,372
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	5,905,893	18,352,753
13.2 Stocks .....	0	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	2,211,452	288,522
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	8,117,345	18,641,275
14. Net increase (or decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	2,853,224	(12,839,903)
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....		0
16.5 Dividends to stockholders .....	8,000,000	13,300,000
16.6 Other cash provided (applied).....	(17,808)	197,811
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(8,017,808)	(13,102,189)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(4,810,696)	(17,592,248)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	20,795,883	38,388,131
19.2 End of period (Line 18 plus Line 19.1)	15,985,187	20,795,883

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION										
	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	55,778	.0	.0	.0	.0	.0	.0	.0	55,778	.0
2 First Quarter .....	55,875	.0	.0	.0	.0	.0	.0	.0	55,875	.0
3 Second Quarter .....	54,938	.0	.0	.0	.0	.0	.0	.0	54,938	.0
4. Third Quarter .....	54,611								54,611	
5. Current Year	.0									
6 Current Year Member Months	496,040								496,040	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	300,971								300,971	
8. Non-Physician .....	52,776								52,776	
9. Total	353,747	.0	.0	.0	.0	.0	.0	.0	353,747	.0
10. Hospital Patient Days Incurred	23,687								23,687	
11. Number of Inpatient Admissions	5,417								5,417	
12. Health Premiums Written .....	132,074,446								132,074,446	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	132,074,446								132,074,446	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	112,838,033								112,838,033	
18. Amount Incurred for Provision of Health Care Services	112,957,424								112,957,424	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....

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UNDERWRITING AND INVESTMENT EXHIBIT  
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....					0	0
2. Medicare Supplement .....					0	0
3. Dental Only .....					0	0
4. Vision Only .....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....					0	0
7. Title XIX - Medicaid .....	13,114,462	99,523,850	2,324,346	14,814,500	15,438,808	17,119,519
8. Other Health .....					0	0
9. Health Subtotal (Lines 1 to 8).....	13,114,462	99,523,850	2,324,346	14,814,500	15,438,808	17,119,519
10. Healthcare receivables (a) .....		269,727			0	0
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....	191,272	181,141		316,784	191,272	216,719
13. Totals	13,305,734	99,435,264	2,324,346	15,131,284	15,630,080	17,336,238

(a) Excludes \$ ..... loans and advances to providers not yet expensed.

## NOTES TO FINANCIAL STATEMENTS

**1. Summary of Significant Accounting Policies**

No Significant Changes

**2. Accounting Changes and Corrections of Errors**

No Significant Changes

**3. Business Combinations and Goodwill**

No Significant Changes

**4. Discontinued Operations**

No Significant Changes

**5. Investments**

No Significant Changes

**6. Joint Ventures, Partnerships, or Limited Liability Companies**

No Significant Changes

**7. Investment Income**

No Significant Changes

**8. Derivative Instruments**

No Significant Changes

**9. Income Taxes**

No Significant Changes

**10. Information Concerning Parent, Subsidiaries, and Affiliates**

On April 28, 2008, the Plan paid a \$8,000,000 dividend to its sole common stockholder and Parent Company, Coventry Health Care, Inc.

**11. Debt**

No Significant Changes

**12. Retirement Plans, Deferred Compensation, Post Retirement Benefits and Compensated Absences and Other Post Retirement Benefits Plan**

No Significant Changes

**13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

No Significant Changes

**14. Contingencies**

No Significant Changes

## NOTES TO FINANCIAL STATEMENTS

- 15. Leases**  
No Significant Changes
- 16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk**  
No Significant Changes
- 17. Sales, transfer and Servicing of Financial Assets and Extinguishments of Liabilities**  
No Significant Changes
- 18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion Of Partially Insured Plans**  
No Significant Changes
- 19. Direct Premiums Written/Produced by Managing General Agents/Third Party Administrators**  
No Significant Changes
- 20. Other Items**  
No Significant Changes
- 21. Events Subsequent**  
No Significant Changes
- 22. Reinsurance**  
No Significant Changes
- 23. Retrospectively Rated Contracts & Contracts subject to Redetermination**  
No Significant Changes
- 24. Change in Incurred Claims and Claims Adjustment Expense**  
No Significant Changes
- 25. Intercompany Pooling Arrangements**  
No Significant Changes
- 26. Structured Settlement**  
No Significant Changes
- 27. Health Care Receivable**  
No Significant Changes
- 28. Participating Policies**

## NOTES TO FINANCIAL STATEMENTS

No Significant Changes

**29. Premium Deficiency Reserves**

No Significant Changes

**30. Anticipated Salvage and Subrogation**

No Significant Changes

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☒
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2005
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2005
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/24/2006
- 6.4

By what department or departments?
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?.....

Yes ☒ No ☐
- (a)

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b)

Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c)

Compliance with applicable governmental laws, rules and regulations;
- (d)

The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e)

Accountability for adherence to the code.
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?.....

Yes ☐ No ☒
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes ☐ No ☒
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes ☐ No ☒
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....

\$ .....

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) .....

Yes ☐ No ☒
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA: .....

\$ .....
13.

Amount of real estate and mortgages held in short-term investments: .....

\$ .....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates? .....

Yes ☐ No ☒
- 14.2

If yes, please complete the following:

		1		2	
		Prior Year-End		Current Quarter	
		Book/Adjusted		Book/Adjusted	
		Carrying Value		Carrying Value	
14.21	Bonds .....	\$ .....	0	\$ .....	0
14.22	Preferred Stock .....	\$ .....	0	\$ .....	0
14.23	Common Stock .....	\$ .....	0	\$ .....	0
14.24	Short-Term Investments .....	\$ .....	0	\$ .....	0
14.25	Mortgage Loans on Real Estate .....	\$ .....	0	\$ .....	0
14.26	All Other .....	\$ .....	0	\$ .....	0
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ .....	0	\$ .....	0
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above ....	\$ .....	0	\$ .....	0
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....

Yes ☐ No ☒
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....

Yes ☐ No ☒

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? .....

Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Citigroup, N.A.....	3800 Citigroup Center, Building B 02/08 Tampa, FL 33610-9122.....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes in the custodian(s) identified in 16.1 during the current quarter? .....

Yes [ ] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107423.....	Conning and Company.....	185 Asylum Street, City Place II, Hartford, CT 06103-4105.....
25995.....	Citigroup.....	3800 Citigroup, Building B 02/08 Tampa, FL 33610-9122.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? .....

Yes [X] No [ ]

17.2 If no, list exceptions:

.....

## SCHEDULE S - CEDED REINSURANCE

[illegible]

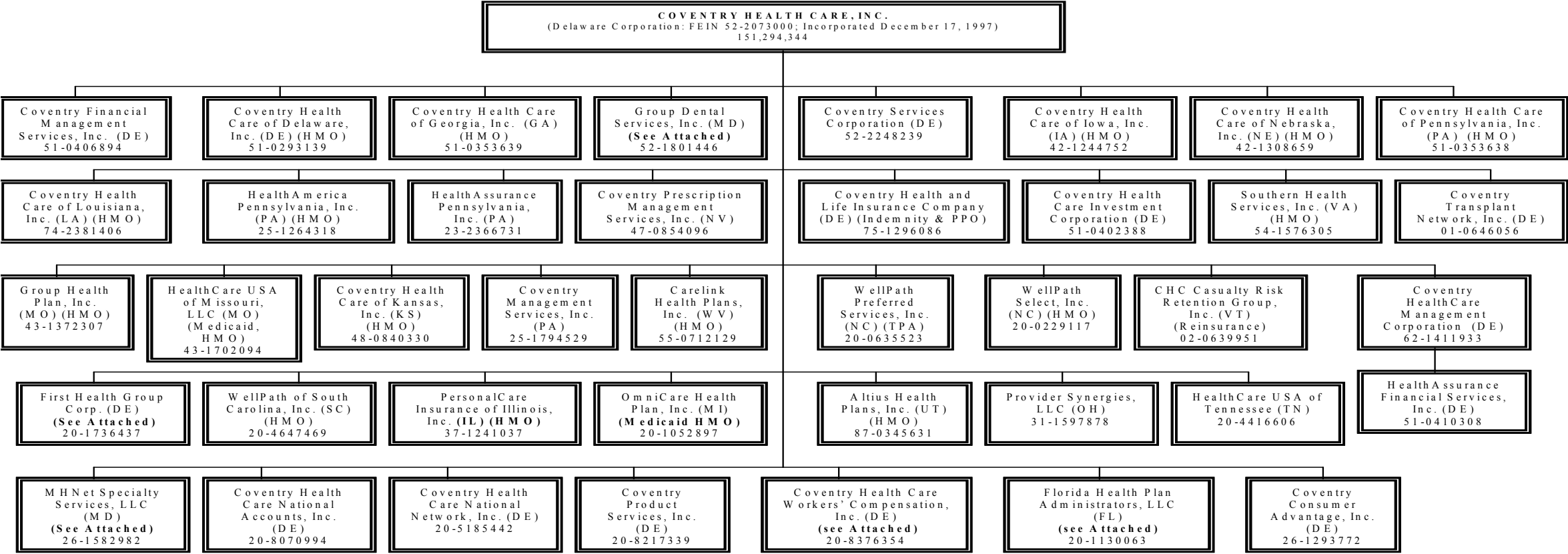


SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

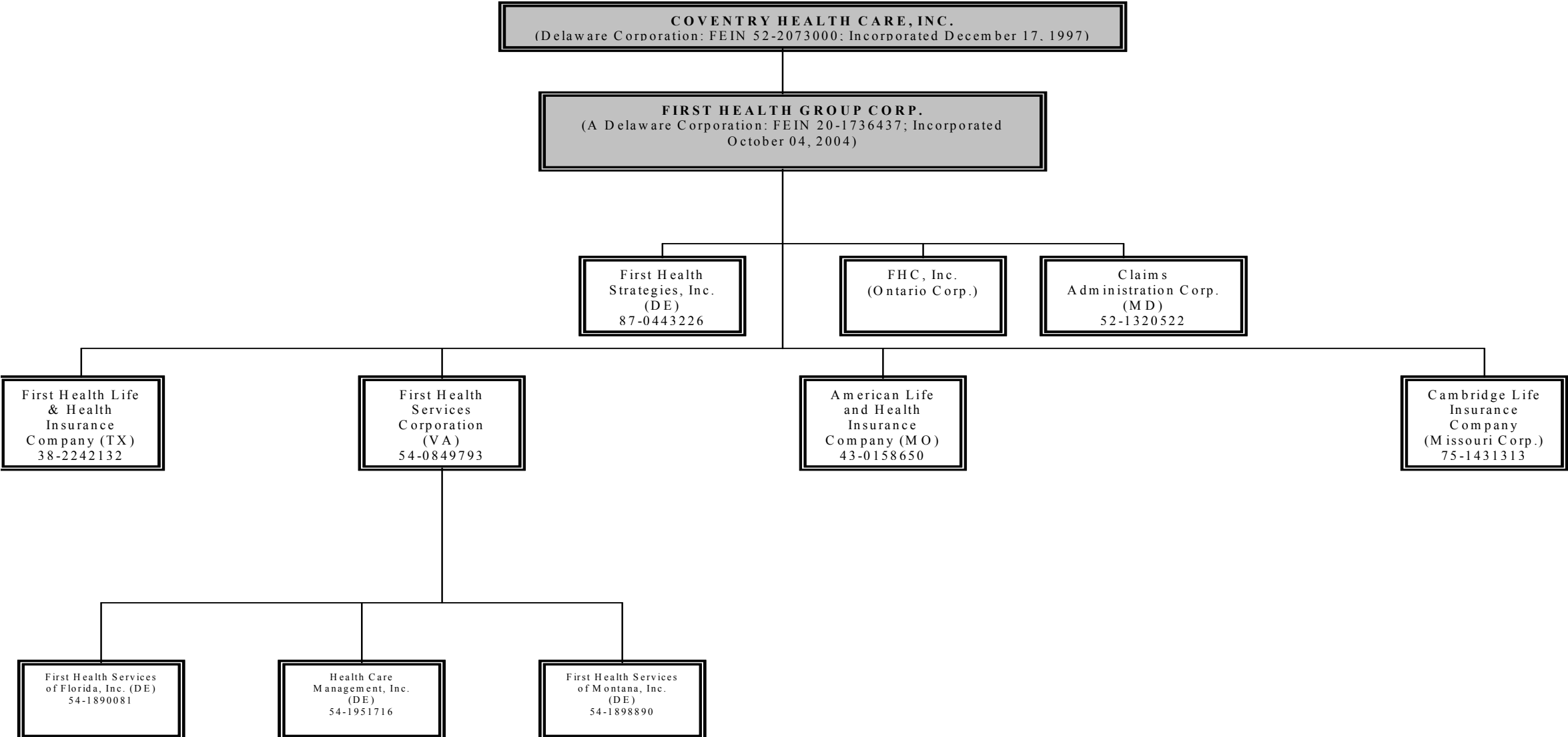
Current Year to Date - Allocated by States and Territories										
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, Etc.		Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N							.0	
2. Alaska	AK	N							.0	
3. Arizona	AZ	N							.0	
4. Arkansas	AR	N							.0	
5. California	CA	N							.0	
6. Colorado	CO	N							.0	
7. Connecticut	CT	N							.0	
8. Delaware	DE	N							.0	
9. District of Columbia	DC	N							.0	
10. Florida	FL	N							.0	
11. Georgia	GA	N							.0	
12. Hawaii	HI	N							.0	
13. Idaho	ID	N							.0	
14. Illinois	IL	N							.0	
15. Indiana	IN	N							.0	
16. Iowa	IA	N							.0	
17. Kansas	KS	N							.0	
18. Kentucky	KY	N							.0	
19. Louisiana	LA	N							.0	
20. Maine	ME	N							.0	
21. Maryland	MD	N							.0	
22. Massachusetts	MA	N							.0	
23. Michigan	MI	L						132,074,446	132,074,446	
24. Minnesota	MN	N							.0	
25. Mississippi	MS	N							.0	
26. Missouri	MO	N							.0	
27. Montana	MT	N							.0	
28. Nebraska	NE	N							.0	
29. Nevada	NV	N							.0	
30. New Hampshire	NH	N							.0	
31. New Jersey	NJ	N							.0	
32. New Mexico	NM	N							.0	
33. New York	NY	N							.0	
34. North Carolina	NC	N							.0	
35. North Dakota	ND	N							.0	
36. Ohio	OH	N							.0	
37. Oklahoma	OK	N							.0	
38. Oregon	OR	N							.0	
39. Pennsylvania	PA	N							.0	
40. Rhode Island	RI	N							.0	
41. South Carolina	SC	N							.0	
42. South Dakota	SD	N							.0	
43. Tennessee	TN	N							.0	
44. Texas	TX	N							.0	
45. Utah	UT	N							.0	
46. Vermont	VT	N							.0	
47. Virginia	VA	N							.0	
48. Washington	WA	N							.0	
49. West Virginia	WV	N							.0	
50. Wisconsin	WI	N							.0	
51. Wyoming	WY	N							.0	
52. American Samoa	AS	N							.0	
53. Guam	GU	N							.0	
54. Puerto Rico	PR	N							.0	
55. U.S. Virgin Islands	VI	N							.0	
56. Northern Mariana Islands	MP	N							.0	
57. Canada	CN	N							.0	
58. Aggregate Other Alien	OT	XXX	.0	.0	.0	.0	.0	.0	.0	.0
59. Subtotal		XXX	.0	.0	.0	.0	.0	132,074,446	132,074,446	.0
60. Reporting entity contributions for Employee Benefit Plans		XXX							.0	
61. Total (Direct Business)	(a)	1	0	0	0	0	0	132,074,446	132,074,446	0
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page		XXX	.0	.0	.0	.0	.0	.0	.0	.0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)		XXX	0	0	0	0	0	0	0	0

(a) Insert the number of L responses except for Canada and other Alien.

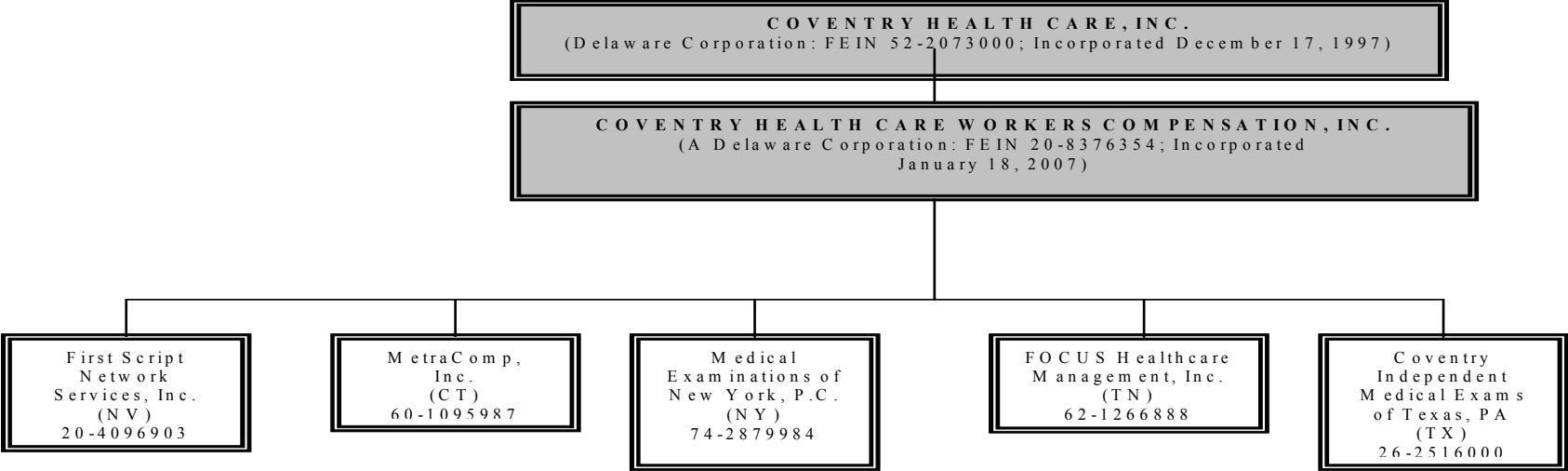
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



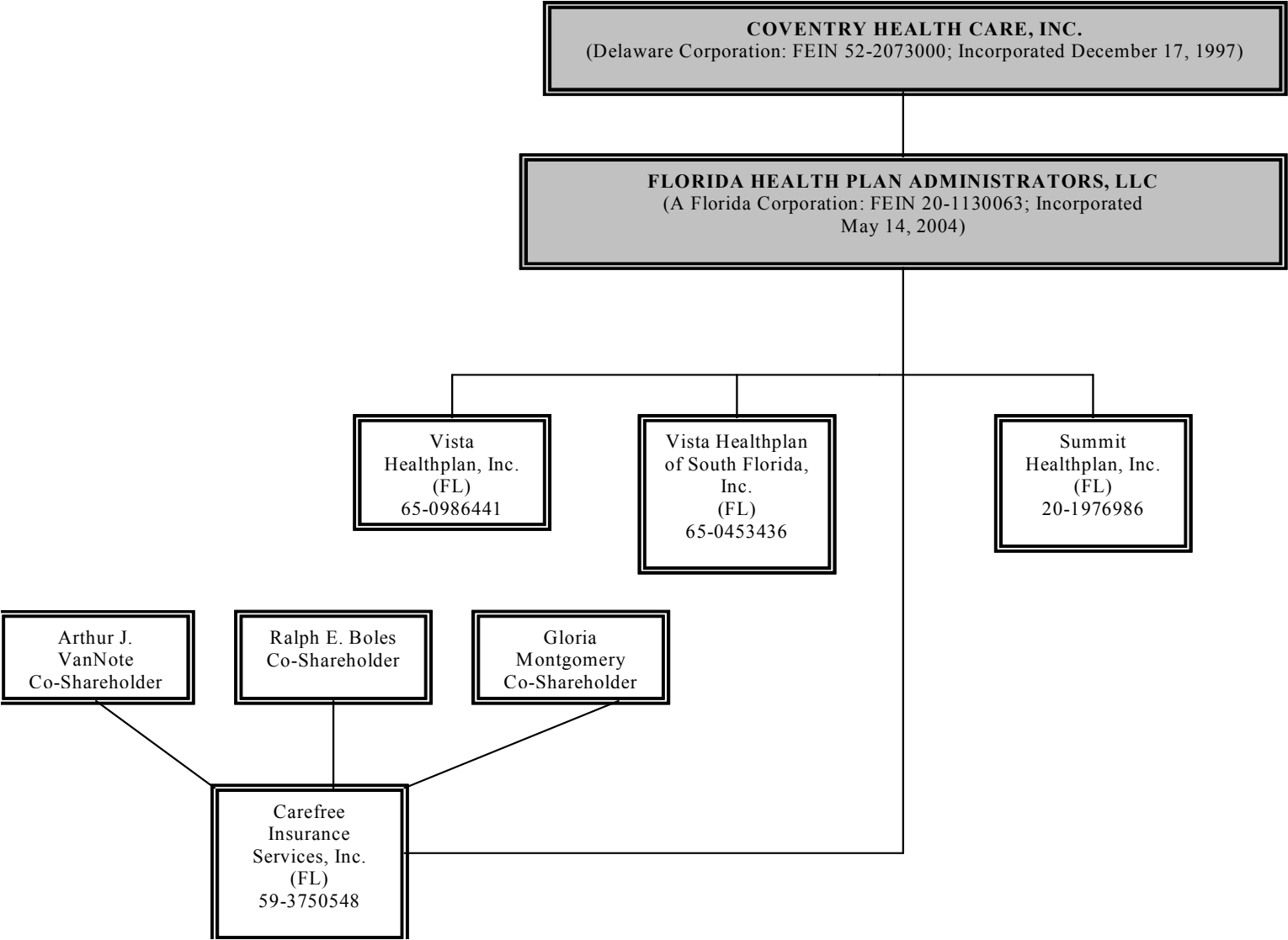
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



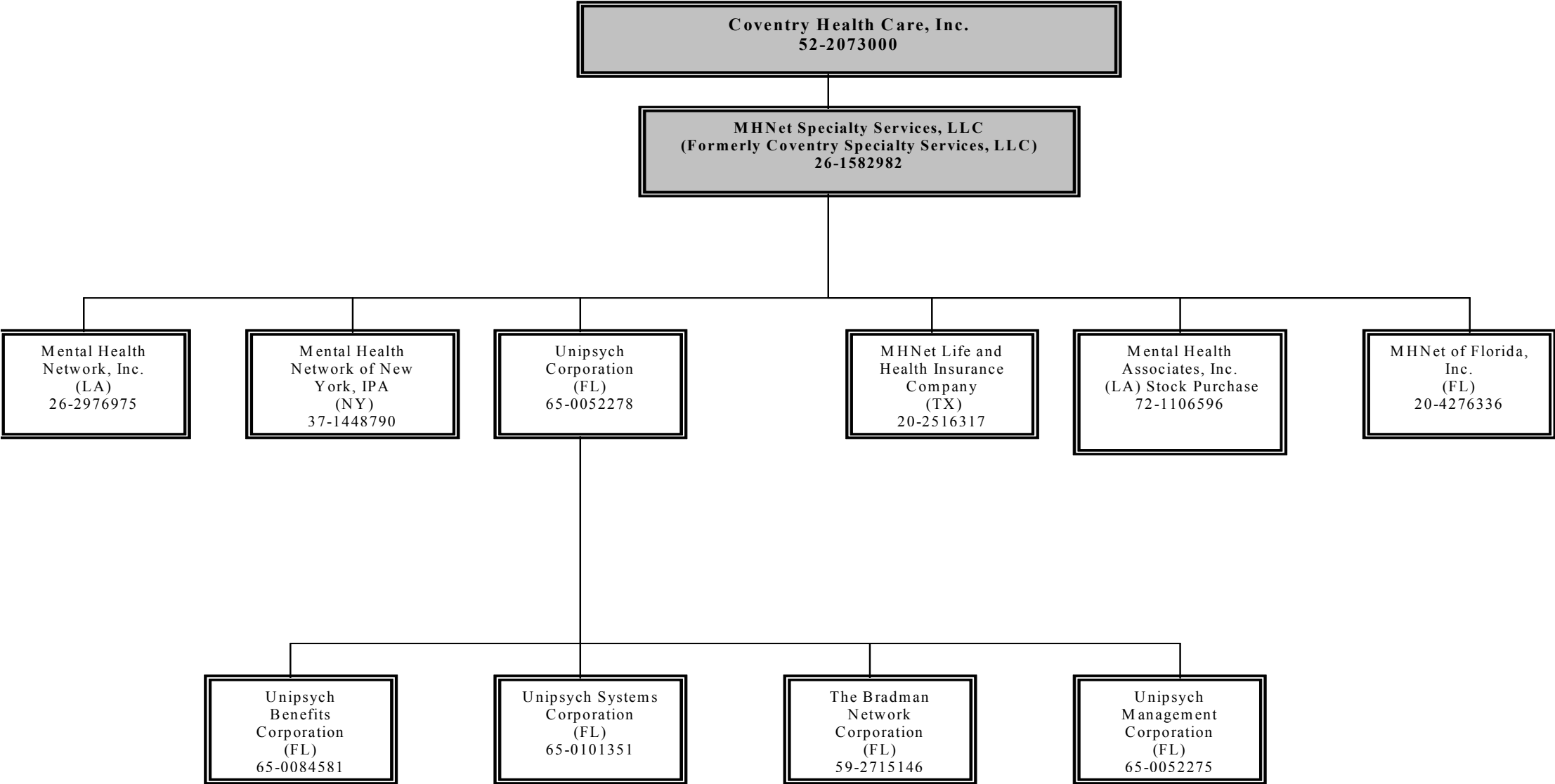
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



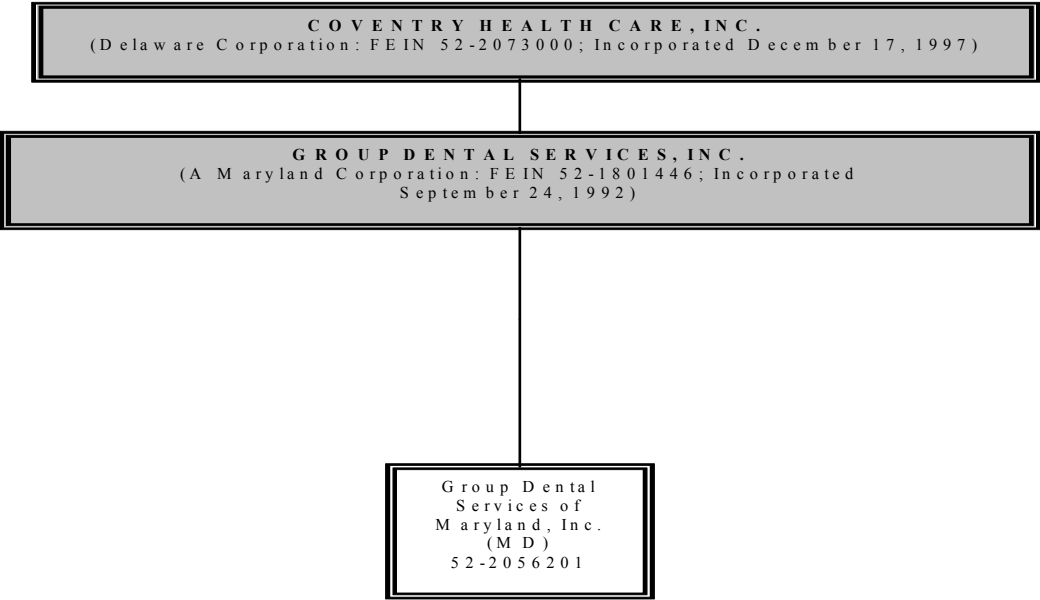
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.





OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 23.  
\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
2304. Leasehold Improvements.....	16,621	16,621	0	0
2397. Summary of remaining write-ins for Line 23 from Page 02	16,621	16,621	0	0

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		
2.2 Additional investment made after acquisitions		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amount		0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest at December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted accounts		0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE BA – VERIFICATION

Other Long Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Capitalized deferred interest and other		
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts		0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	22,338,101	8,450,369
2. Cost of bonds and stocks acquired	5,905,893	18,352,753
3. Accrual of discount	4,824	4,883
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	(50,445)	0
6. Deduct consideration for bonds and stocks disposed of	10,893,947	4,437,453
7. Deduct amortization of premium	105,485	32,451
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized	76,622	
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	17,122,319	22,338,101
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	17,122,319	22,338,101

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	38,782,880	56,354,363	59,198,203	(106,334)	45,584,163	38,782,880	35,832,705	45,900,997
2. Class 2 (a).....	.0	.0	.0	.0	.0	.0	.0	.0
3. Class 3 (a).....	.0	.0	.0	.0	.0	.0	.0	.0
4. Class 4 (a).....	.0	.0	.0	.0	.0	.0	.0	.0
5. Class 5 (a).....	.0	.0	.0	.0	.0	.0	.0	.0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	38,782,880	56,354,363	59,198,203	(106,334)	45,584,163	38,782,880	35,832,705	45,900,997
<b>PREFERRED STOCK</b>								
8. Class 1 .....	.0	.0	.0	.0	.0	.0	.0	.0
9. Class 2 .....	.0	.0	.0	.0	.0	.0	.0	.0
10. Class 3 .....	.0	.0	.0	.0	.0	.0	.0	.0
11. Class 4 .....	.0	.0	.0	.0	.0	.0	.0	.0
12. Class 5 .....	.0	.0	.0	.0	.0	.0	.0	.0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	38,782,880	56,354,363	59,198,203	(106,334)	45,584,163	38,782,880	35,832,705	45,900,997

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....18,710,386 ; NAIC 2 \$.....0 ; NAIC 3 \$.....0 ; NAIC 4 \$.....0 ; NAIC 5 \$.....0 ; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	17,870,029	XXX	17,870,029	0	0

SCHEDULE DA - VERIFICATION

Short-Term Investments		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	23,562,896	21,596,268
2. Cost of short-term investments acquired .....	155,228,229	281,296,745
3. Accrual of discount.....	4,594	285,906
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	(5,711)
6. Deduct consideration received on disposals.....	160,925,690	279,610,312
7. Deduct amortization of premium.....	0	
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	17,870,029	23,562,896
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	17,870,029	23,562,896

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

SCHEDULE E-VERIFICATION  
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	18,419,666
2. Cost of cash equivalents.....	7,670,967	42,353,350
3. Accrual of discount.....	0	237,256
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	(193)
6. Deduct consideration received on disposals.....	6,830,610	61,010,079
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	840,357	0
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	840,357	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE





Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

**STATEMENT AS OF SEPTEMBER 30, 2008 OF THE OmniCare Health Plan, Inc.**

## SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
0199999 - U.S. Governments - Issuer Obligations					0	0	0
0299999 - U.S. Governments - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
0399999 - Total - U.S. Government Bonds					0	0	0
0499999 - All Other Governments - Issuer Obligations					0	0	0
0599999 - All Other Governments - Single Class Mortgage-Backed/ Asset-Backed Securities					0	0	0
0699999 - All Other Governments - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
0799999 - All Other Governments - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
0899999 - All Other Governments - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
0999999 - All Other Governments - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
1099999 - Total - All Other Government Bonds					0	0	0
1199999 - States, Territories and Possessions - Issuer Obligations					0	0	0
1299999 - States, Territories and Possessions - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
1399999 - States, Territories and Possessions - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
1499999 - States, Territories and Possessions - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
1599999 - States, Territories and Possessions - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
1699999 - States, Territories and Possessions - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
1799999 - Total - States, Territories and Possessions Bonds					0	0	0
1899999 - Political Subdivisions - Issuer Obligations					0	0	0
1999999 - Political Subdivisions - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
2099999 - Political Subdivisions - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
2199999 - Political Subdivisions - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
2299999 - Political Subdivisions - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
2399999 - Political Subdivisions - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
2499999 - Total - Political Subdivisions Bonds					0	0	0
2599999 - Special Revenue - Issuer Obligations					0	0	0
2699999 - Special Revenue - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
2799999 - Special Revenue - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
2899999 - Special Revenue - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
2999999 - Special Revenue - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
3099999 - Special Revenue - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
3199999 - Total - Special Revenue Bonds					0	0	0
3299999 - Public Utilities - Issuer Obligations					0	0	0
3399999 - Public Utilities - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
3499999 - Public Utilities - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
3599999 - Public Utilities - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
3699999 - Public Utilities - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
3799999 - Public Utilities - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
3899999 - Total - Public Utilities Bonds					0	0	0
CITIBANK IIS MONEY MKRT 10.....		09/29/2008.....	2.460	10/15/2008.....	840,357	1,467	0
3999999 - Industrial and Miscellaneous - Issuer Obligations					840,357	1,467	0
4099999 - Industrial and Miscellaneous - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
4199999 - Industrial and Miscellaneous - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
4299999 - Industrial and Miscellaneous - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
4399999 - Industrial and Miscellaneous - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
4499999 - Industrial and Miscellaneous - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
4599999 - Total - Industrial and Miscellaneous Bonds					840,357	1,467	0
4699999 - Credit Tenant Loans					0	0	0
4799999 - Parent, Subsidiaries and Affiliates - Issuer Obligations					0	0	0
4899999 - Parent, Subsidiaries and Affiliates - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
4999999 - Parent, Subsidiaries and Affiliates - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
5099999 - Parent, Subsidiaries and Affiliates - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
5199999 - Parent, Subsidiaries and Affiliates - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
5299999 - Parent, Subsidiaries and Affiliates - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
5399999 - Total - Parent, Subsidiaries and Affiliates Bonds					0	0	0
5499999 - Total - Issuer Obligations					840,357	1,467	0
5599999 - Total - Single Class Mortgaged-Backed/Asset-Backed Securities					0	0	0
5699999 - Total - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0

